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17 *Attorneys for the Official Committee of Equity
 18 Security Holders of USA Capital Diversified Trust
 19 Deed Fund, LLC*

20 **UNITED STATES BANKRUPTCY COURT**

21 **DISTRICT OF NEVADA**

22 In re:
 23 USA COMMERCIAL MORTGAGE COMPANY,
 24 Debtor.

25 Case No. BK-S-06-10725 LBR
 26 Case No. BK-S-06-10726 LBR
 27 Case No. BK-S-06-10727 LBR
 28 Case No. BK-S-06-10728 LBR
 29 Case No. BK-S-06-10729 LBR

30 In re:
 31 USA CAPITAL REALTY ADVISORS, LLC,
 32 Debtor.

33 Chapter 11

34 In re:
 35 USA CAPITAL DIVERSIFIED TRUST DEED
 36 FUND, LLC,
 37 Debtor.

38 Jointly Administered Under
 39 Case No. BK-S-06-10725-LBR

40 In re:
 41 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 42 Debtor.

43 **DECLARATION OF MICHAEL A.
 44 TUCKER REGARDING
 45 DIVERSIFIED TRUST DEED
 46 FUND COMMITTEE'S SUPPORT
 47 AND APPROVAL OF DEBTORS'
 48 MOTION FOR ORDER
 49 SCHEDULING AN AUCTION FOR
 50 THE SALE OF CERTAIN ASSETS,
 51 APPOINTING SPCP GROUP, LLC,
 52 AS LEAD BIDDER, AND
 53 APPROVING BID PROCEDURES
 54 AND PROTECTIONS**

55 In re:
 56 USA SECURITIES, LLC,
 57 Debtor.

58 Affects:
 59 All Debtors
 60 USA Commercial Mortgage Company
 61 USA Securities, LLC
 62 USA Capital Realty Advisors, LLC
 63 USA Capital Diversified Trust Deed Fund, LLC
 64 USA First Trust Deed Fund, LLC

65 Date: October 25, 2006
 66 Time: 9:30 a.m.
 67 Courtroom: 1

1 I, Michael A. Tucker, hereby declare, verify and state as follows:

2 1 I am a Senior Managing Director with FTI Consulting, Inc. ("FTI"), a financial
 3 advisory services firm specializing in reorganization, litigation and related consulting
 4 services. I joined FTI in 2002 upon FTI acquiring PricewaterhouseCoopers LLP's Business
 5 Recovery Services group where I was a Partner and had been employed for 17 years.

6 2 FTI was retained by the Official Committee of Equity Security Holders of
 7 USA Capital Diversified Trust Deed Fund, LLC (the "Diversified Committee") on June 9,
 8 2006, to perform financial advisory services for the Diversified Committee in the chapter 11
 9 cases (the "Cases") captioned above.

10 3. I make this declaration from my personal knowledge and could and would
 11 competently testify to the facts contained herein regarding the Diversified Committee's
 12 support and approval of the auction process, bid procedures and protections, as proposed by
 13 the debtors (the "Debtors") in the Motion For Order Scheduling an Auction For The Sale of
 14 Certain Assets, Appointing SPCP Group, LLC, as Lead Bidder, and Approving Bid
 15 Procedures and Protections (the "Bid Procedures Motion") and subsequent related pleadings.

16 4. Over the past two months, I have, together with counsel for the Diversified
 17 Committee, (a) participated in ongoing, lengthy settlement and plan negotiations with the
 18 Debtors' professionals and the professionals of the other committees appointed in these Cases
 19 by the Office of the United States Trustee, which negotiations included, but were not limited
 20 to, the auction process, SPCP Group, LLC as lead bidder, and the bid procedures and
 21 protections, as proposed by the Debtors in their Bid Procedures Motion and related pleadings
 22 including the revised Asset Purchase Agreement filed with the Court on October 19, 2006
 23 [Docket No. 1603, at Exhibit A]; (b) discussed with several prospective bidders the particular
 24 challenges of the investments held by USA Capital Diversified Trust Deed Fund, LLC
 25 ("DTDF"), almost all of which are not the loans secured by first deeds of trust on real estate
 26 promised in the various writings distributed to prospective DTDF investors by DTDF and its
 27 affiliates; (c) analyzed expressions of interest from various potential bidders for, among other
 28 things, the DTDF assets; and (d) presented to and advised the Diversified Committee

members of the details and significance of such bid procedures, settlement and plan negotiations, discussions with prospective bidders and expressions of interest for the DTDF assets from those parties.

5. After much analysis, discussion, and deliberation about the expressions of interest for the DTDF assets, no prospective offer was found to be of sufficient substance to interest the Diversified Committee members in selling the DTDF assets. Thus, the Diversified Committee and its professionals will continue to vigorously work to monetize the DTDF assets, whether by collection of loans or sale of assets.

6. Even though the proposed sale to SPCP Group, LLC would provide little direct benefit to DTDF, the members of the Diversified Committee and the professionals advising the Diversified Committee believe that such sale would assist DTDF and its investors in two very important ways. First, the sale would facilitate a consensual plan – which has not yet been fully negotiated – that would enable the Debtors to settle their numerous claims against one another. Second, it would speed the exit from chapter 11 of all of the Debtors, thus hastening the end of the significant administrative expense burden on all of the Debtors, including DTDF.

7. Notwithstanding the lack of a potential sale of DTDF assets, the Diversified Committee members understand the proposed sale to SPCP Group, LLC, the auction process proposed in the Bid Procedures Motion, and have voted to support the auction process as proposed by the Debtors.

8. Accordingly, on October 18, 2006, the Diversified Committee filed with the Court a response in support of the Bid Procedures Motion [Docket No. 1570].

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge and belief.

Executed this 23rd day of October 2006, at Phoenix, Arizona.

/s/ Michael A. Tucker

Michael A. Tucker